

NEOENERGIA S.A.

CNPJ/ME nº 01.083.200/0001-18
NIRE 33.3.0026600.3
Publicly-held Corporation

**COMPANHIA ENERGÉTICA DE
PERNAMBUCO – CELPE**

CNPJ/ME nº 10.835.932/0001-08
NIRE 26.3.0003292.9
Publicly-held Corporation

MATERIAL FACT

Neoenergia S.A. ("Neoenergia") and Companhia Energética de Pernambuco – CELPE ("Neoenergia Pernambuco" and, with Neoenergia, jointly referred as "Companies"), in accordance with the provisions set forth in Article 157, paragraph 4, of Law 6,404, CVM Resolution nº 85/22 and CVM Resolution nº 44/21, and in addition to the material facts disclosed referring to the tender offer for the acquisition of common shares ("ON") and preferred shares Class A ("PNA") and Class B ("PNB") issued by Neoenergia Pernambuco, aiming to promote the conversion of Neoenergia Pernambuco's registration as a publicly-held company in category "A" to category "B" ("Registration Conversion Offer" or "Offer" and "Registration Conversion", respectively), hereby inform their shareholders and the market in general the result of the Offer's auction, which took place on the date hereof ("Auction").

As a result of the Auction, Neoenergia acquired 29,637 ONs, 6,620,985 PNAs and 162,156 PNBs, which, jointly, represent 9.13% of Neoenergia Pernambuco's capital stock, calculated based on the total shares issued, excluded treasury shares. The shares were acquired for the price of R\$42.02 per ON, R\$ 42.02 per PNA and R\$46.22 per PNB, in a total amount of R\$ 286,953,986.76. With the financial settlement of the Auction, which will occur on October 5, 2022, 250,506 ONs, 481,997 PNAs and 179,910 PNBs will remain as free float, representing 1.22% of Neoenergia Pernambuco's capital stock.

Considering that the "success quorum" established in article 22, II, of CVM Resolution nº 85/22 and on item 2.1.1 of the Offer's notice ("Notice") was met, Neoenergia Pernambuco will proceed with the necessary acts for the implementation of the Registration Conversion.

Shareholders who did not sell their shares during the Auction and wish to sell their outstanding shares to Neoenergia may do so during the period of up to 3 (three) months as from the Auction, that is, until January 3, 2023, under the terms and conditions set forth in item 7.3 of the Notice ("Supervening Acquisitions").

Moreover, considering that as a result of the settlement of the Auction, the remaining free float shares will represent less than 5% (five per cent) of the total shares issued by Neoenergia Pernambuco, a general shareholders' meeting of the Company will be called in due time to approve the redemption of the shares, according to item 8.2 of the Notice ("Compulsory Redemption"). With the approval of the Compulsory Redemption, the period for the Supervening Acquisitions will be prematurely terminated.

The shares issued by Neoenergia Pernambuco will continue to be traded on the basic segment of B3 S.A. – Brasil, Bolsa, Balcão until the approval of the Compulsory Redemption or until the Registration Conversion is completed, whichever comes first.

The Companies will keep their shareholders and the market in general informed of any information regarding the Registration Conversion Offer, in accordance with applicable legislation and regulations.

Rio de Janeiro, October 3, 2022

NEOENERGIA S.A.

Leonardo Pimenta Gadelha
Chief Financial and Investor Relations
Officer

**COMPANHIA ENERGÉTICA DE
PERNAMBUCO**

Renato de Almeida Rocha
Chief Financial and Investor Relations
Officer